

RECORDATION NO. 26320-Q FILED

SEP 22 '06

4-47 PM

SURFACE TRANSPORTATION BOARD

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
(202) 466-6532
Lou_Gitomer@verizon.net

September 22, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of September 22, 2006. The primary document to which this is connected is recorded under Recordation No. 26320. We request that the copy of this document be recorded under Recordation No. 26320-Q.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson MD 21204

Assignee:

John Hancock Leasing Corporation
197 Clarendon Street, C-2
Boston, MA 02116

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of one GP-38-2 locomotive numbered BNSF 2029.

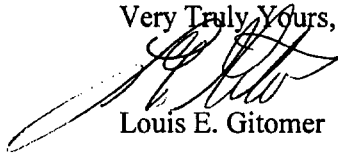
Honorable Vernon A. Williams
September 22, 2006
Page 2

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, and John Hancock Leasing Corporation, 197 Clarendon Street, C-2, Boston, MA 02116, covering one GP-38-2 locomotive numbered BNSF 2029.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', with a long, sweeping horizontal line extending to the left.

Louis E. Gitomer

Enclosures

SEP 22 '06

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND AGREEMENT

This Memorandum of Assignment and Agreement is dated as of September 22, 2006 by and between LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), One West Pennsylvania Avenue, Towson, MD 21204, the assignor, and JOHN HANCOCK LEASING CORPORATION, 197 Clarendon Street, C-2, Boston, MA 02116 ("JOHN HANCOCK"), the assignee.

WITNESSETH:

1. LASALLE, as lessor, entered into a Locomotive Lease Agreement (the "Lease") dated as of April 25, 2006 by and among LASALLE, as lessor, National Railway Equipment Company, and BNSF Railway Company, as lessee, for certain locomotives identified in the Attachment (the "Locomotives") to lessee. A Memorandum of Lease dated as of May 11, 2006 was recorded on May 12, 2006 at the Surface Transportation Board (the "Board") under Recordation No. 26320-A.

2. LASALLE and JOHN HANCOCK have entered a Master Assignment Agreement dated as of July 24, 2006, which is evidenced by this Memorandum of Assignment and Agreement with respect to the Locomotives.

3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

LASALLE NATIONAL LEASING
CORPORATION

as Assignor

By: Name: JAMES A. VLKTitle: SENIOR VICE PRESIDENT

JOHN HANCOCK LEASING CORPORATION

as Assignee

By: _____

Name: _____

Title: _____

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WITNESSETH:

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2. LASALLE and JOHN HANCOCK have entered a Master Assignment Agreement dated as of July 24, 2006, which is evidenced by this Memorandum of Assignment and Agreement with respect to the Locomotives.

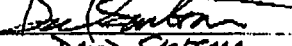
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IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

LASALLE NATIONAL LEASING
CORPORATION
as Assignor

By: _____
Name: _____
Title: _____

JOHN HANCOCK LEASING CORPORATION
as Assignee

By: 
Name: DAVID SANTORA
Title: VICE PRESIDENT

STATE OF Maryland)
) ss
COUNTY OF Baltimore)

On this ____ day of September, 2006, before me personally appeared _____,
to me personally known, who being by me duly sworn, says that (s)he is the _____
of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of
said limited liability corporation, and (s)he acknowledged that the execution of the said
instrument was his free act and deed.

NOTARY PUBLIC

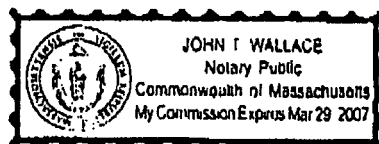
My commission expires:

COMMONWEALTH OF MASSACHUSETTS)
) ss
COUNTY OF suffolk)

On this 31 day of September, 2006, before me personally appeared David T. Stanton
to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT
of John Hancock Leasing Corporation that the foregoing instrument was signed on behalf of said
corporation, and he acknowledged that the execution of the said instrument was his free act and
deed.

John T. Wallace
NOTARY PUBLIC

My commission expires:



ATTACHMENT

- One (1) Locomotive numbered BNSF 2029